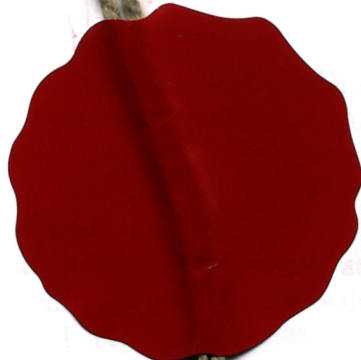




Translation

I, Bernardina E.G. van Dongen, translator for the English language, residing in Amsterdam, the Netherlands, and sworn before the District Court in Amsterdam, the Netherlands, do solemnly and sincerely declare that the following is a full, true and faithful translation made by me of the document hereunto annexed, which was submitted to me for translation in testimony whereof I have hereunto set my hand this twenty-fifth day of February 2009.



INCORPORATION FOUNDATION



Today, twenty February two thousand nine, before me,
HENRI FEIJEN LL M, notary practising in Haarlem, came:
Mrs Melina Yvette de Hoop, office address 2012 ED Haarlem, Tempeliersstraat 20a,
born in Den Helder on thirteen June nineteen hundred eighty,
in this case acting in her capacity of written authorised agent of:

1. the foundation with seat under the articles of association in The Hague (actual address: Raamweg 5, 2596 HL The Hague, postal address: Postbus 11586, 2502 AN 's-Gravenhage): **Stichting International Institute for Communication and Development**, registered in the Trade Register under number 41159933, as such legally representing this foundation, hereinafter also to be called: founder 1;
2. the foundation with seat under the articles of association in The Hague (actual address: Raamweg 16, 2596 HL The Hague, postal address: Postbus 85565, 2508 CG 's-Gravenhage): **Stichting Hivos**, registered in the Trade Register under number 41198677, as such representing this foundation, hereinafter also to be called: founder 2;
3. the foundation with seat under the articles of association in Zeist (actual address:, Joseph Haydnlaan 2a, 3533 AE Utrecht, postal address: Postbus 8190, 3503 RD Utrecht):
Stichting Interkerkelijke organisatie voor ontwikkelingssamenwerking, ICCO, registered in the Trade Register under number 41177206, as such representing this foundation, hereinafter also to be called: founder 3;

Founder 1, founder 2 and founder 3 will hereinafter also jointly be called: founder.

Afore-mentioned granting of powers of attorney is evidenced by three private deeds of power of attorney, which have been attached to this deed.

Appearer, acting as mentioned, declared to incorporate for and on behalf of the principal by this deed a foundation and to adopt thereto the following articles of association:

NAME AND SEAT

ARTICLE 1

1. The foundation bears the name: **Stichting Dgroups**.
2. It has its seat in the municipality of The Hague.

OBJECTIVES

ARTICLE 2

The objectives of the Foundation are:

1. Provide open and accessible Internet spaces and services where members of the international development community can safely share information, collaborate and engage in dialogue and networking;
2. Support the international development community to mobilize and apply its collective knowledge and expertise in the context of the Foundation's values of collaboration and partnership,
foundationde door de stichting gehanteerde beginselen van samenwerking en partnership,
and furthermore everything directly or indirectly connected with or conducive to

the above, everything in the widest sense of the word.

CAPITAL

ARTICLE 3

The capital of the foundation shall consist of:

- contributions of the participants;
- subsidies and donations;
- gifts, inheritances and specific legacies;
- all other acquisitions and income.

PARTICIPANTS

ARTICLE 4

1. Participating organizations in the Dgroups partnership can be non-governmental, governmental and inter-governmental bodies and any other type of organisation that shares the objectives of the Foundation and has been admitted as such by the board and who contributes to the work of the foundation.
2. Organisations that are contracted to deliver paid services to the foundation, where a conflict of interest is possible, are excluded from joining as a member as stated in article 4.1.
3. The participants owe a contribution to the foundation of which the height shall be set for each of them by the board. This contribution may also be partially "in kind".
4. The participants make up the participants council. Each participating organisation will be represented by a named individual who will be delegated to participate in the participants council.
5. In consultation with the participants council, the board shall establish regulations that arrange for its activities.

MANAGEMENT BOARD

ARTICLE 5

1. The board of the foundation consists of at least three and not more than five members and shall be appointed for the first time by this deed. The number of members shall be unanimously fixed by the participants council with due observance of the provisions in the previous sentence.
2. The board members can have their addresses in any country in the world.
3. The board has a chairman, a secretary and a treasurer. The offices of secretary and treasurer may be filled by one person. A substitute may be appointed for each office. Board members shall be appointed in office.
4. In case of one (or more) vacancy (vacancies) in the board, the participants council shall provide for the vacancy (vacancies) within two months after it/they has/have arisen by appointing one (or more) successor(s).
If it is not possible to provide for a vacancy in the manner as stated afore, the board shall provide itself for the vacancy by appointing one (or more) new board members.
5. Board members shall be appointed for a period of four years. They shall then resign according to a roster to be compiled by the board; a board member resigning





according to the roster shall be immediately eligible for re-appointment. The person appointed in an interim vacancy shall take the place of the person in whose name he was appointed.

6. If for whatever reason one or more members are absent, the remaining board members, or the one remaining board member shall nevertheless make up a legal board.
7. The members of the board shall not enjoy any remuneration for their activities. They are, however, entitled to compensation of the costs made by them in exercising their office.

END BOARD MEMBERSHIP

ARTICLE 6

The membership of the board shall end by:

- resigning according to the roster of resignation referred to in article 5;
- death of a board member;
- loss of the free management of a board member of his estate;
- written resignation of a board member;
- dismissal granted by the participants council to a board member;
- dismissal on the ground of article 298 Volume 2 of the Civil Code.

BOARD MEETINGS AND BOARD DECISIONS

ARTICLE 7

1. In these articles of association "written" shall also be understood to mean a notice transferred electronically.
2. Board meetings shall be attended by the directors "in person". Each board member is empowered, either in person or through a proxy appointed in writing, to attend, speak and vote in the board meeting by means of an electronic means of communication, provided that the board member can be identified by such electronic means.
3. If applicable, the board meetings shall be held at a place to be determined by the chairman of the person convening the meeting.
4. Each calendar quarter at least one meeting shall be held (in person or electronically).
5. Meetings shall furthermore be held when the chairman wants so or of one of the other board members requests so from the chairman in writing stating exactly the points to be discussed. If the chairman does not comply with such a request in such a way that the meeting can be held within three weeks after the request, the applicant shall be authorised to convene himself a meeting with due observance of the required formalities.
6. The convocation of the meeting shall be made - save for the provisions of section 4 - by the chairman at least seven days in advance the day of convocation and that of the meeting not included by means of convening notices.
7. The convening notices shall state day, place and hour of the meeting as well as the subjects to be discussed.



8. As long as at a board meeting all board members in office are represented it shall be possible to take legal decisions about all subjects coming up for discussion, provided unanimously, even if the provisions for convening and holding meetings prescribed by law or by these articles of association have not been observed.
9. The meetings shall be chaired by the chairman of the board; in case of his absence the meeting shall provide itself for its chair.
10. Minutes shall be taken of the discussions at the meetings by the secretary or by one of the other persons present requested to do so by the chairman. The minutes shall be adopted and signed (or via electronic means of communication approved) by the persons who acted as chairman and secretary of the meeting.
11. The board may only take legal decisions at the meetings if the majority of its board members in office is present or represented at the meeting.
A board member may have himself represented at a meeting by a fellow board member on submission of a written power of attorney sufficient in the opinion of the chairman of the meeting. A board member may only act thereby as authorised agent for one fellow board member.
12. The board may also take decisions outside a meeting, provided all board members have been enabled to express their opinion in writing, by telefax or e-mail or otherwise electronically. An account shall be made by the secretary of a decision thus taken while adding the responses received, which shall be added to the minutes after co-signing by the chairman.
13. Each board member shall have the right to cast one vote.
Insofar these articles of association do not prescribe a large majority, all board decisions shall be taken with an absolute majority of the votes validly cast.
14. All votes shall be cast orally, unless the chairman wants a written ballot or one of the persons entitled to vote requires this before the vote.
A written ballot shall be held by unsigned folded-up ballot notes.
15. Blank votes shall be deemed not to have been cast.
16. The chairman shall decide in all disputes about voting not provided for in the articles of association.

MANAGEMENT POWER

ARTICLE 8

1. The board will be entrusted with the management of the foundation.
2. The board shall be authorised to decide to enter into agreements to obtain, alienate and encumber registered goods.
3. The board shall not be authorised to decide to enter into agreements at which the foundation binds itself as surety or several co-debtor, answers for a third party or binds itself as security for a debt of another, unless the board has thereto obtained the previous approval of the participants council..

REPRESENTATION

ARTICLE 9

1. The board shall represent the foundation.



2. Two jointly acting board members shall also be entitled to represent the foundation: the chairman acting jointly with the one of the board members.
3. The board may decide to grant a power of attorney to one or more board members, also to third parties, to represent the foundation within the limits of that power of attorney.

The board shall state the assigning of a continuous power to represent at the Trade Register of the Chamber of Commerce and Industry.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

ARTICLE 10

1. The financial year coincides with the calendar year and shall run for the first time as of the present date up to and including thirty-one December two thousand nine.
2. As per thirty-one December of any year, for the first time as per thirty-one December two thousand nine, the board shall compile a balance sheet and a statement of income and expenditure on the past financial year and shall be put to paper within six months after the end of the financial year.
3. Before proceeding to adopting the records referred to in paragraph 2 of this article 9 the board may have these audited by an expert to be designated by it. He shall report about his audit.
4. The board shall be obliged to conduct of the situation of the assets and of everything concerning the activities of the foundation according to the requirements resulting from these activities in such a way an administration and to keep the matching books, records and other data carriers in such a way that at any time the rights and obligations of the foundation are known. These documents and other data carriers must be kept for seven years.

REGULATIONS

ARTICLE 11

1. The board shall be authorised to adopt one or more regulations in which those subjects will be settled that the board deems desirable.
2. Regulations may not conflict with the law or these articles of association.
3. The board shall be authorised at any time to amend or cancel the regulations.
4. With respect to a decision to adopt, amend or cancel regulations the provisions of the following article section 1 shall apply.

AMENDMENT OF THE ARTICLES OF ASSOCIATION, MERGER AND DEMERGER

ARTICLE 12

1. The board shall be authorised to amend the articles of association and to decided to a merger or demerger. The decision must be taken unanimously at a meeting at which all board members are present or represented, without any vacancies in the board.

If at a meeting at which a proposal to amend the articles of association comes up for discussion the board is not complete, a second meeting shall be convened to be held nor earlier than two and not later than four weeks after the first meeting. At this



second meeting it shall be possible to decide about the proposal as brought up for discussion at the first meeting irrespective of the number of board members present or represented, provided with a majority of two-thirds of the votes cast. Voting shall also be possible electronically.

2. A decision mentioned in section 1 requires the approval of the participants. The decision shall be deemed to have been approved when within one (1) month after the board has announced the intended decision to the participants, and three-fourth part of the responding participants agrees with the decision.
3. The amendment must be achieved by a notarial deed on penalty of nullity. Every board member shall be authorised to have that deed passed.
4. The members of the board shall be authorised to file an authentic copy of the amendment and the amended articles of association at the office of the Trade Register held by the Chamber of Commerce and Industry within whose jurisdiction the foundation has its seat.

DISSOLUTION AND LIQUIDATION

ARTICLE 13

1. The board shall be authorised to dissolve the Foundation. The previous article, section 1 and section 2 shall apply to the decision to be taken thereto.
2. After its dissolution the foundation shall continue to exist insofar necessary for the liquidation of its assets.
In documents and announcements it dispatches must be added to its name: being liquidated.
3. The liquidation shall be made by the board.
4. The liquidators shall ensure that the dissolution of the foundation shall be entered into the register referred to in the previous article section 3.
5. During the liquidation the articles of association shall remain in force to the extent possible.
The liquidation shall end at the time at which there are no longer any assets known to the liquidators.
6. A surplus, if any, of the dissolved foundation shall be spent to the extent possible in accordance with the objectives of the foundation.
7. After the liquidation the books and records of the dissolved foundation shall remain for seven years in the custody of the person to be designated by the board.

FINAL PROVISION

ARTICLE 14

In all cases for which both the law and these articles of association do not provide, the Board shall decide.

FINAL DECLARATION

Finally Appearer, acting as mentioned, declared that for the first time as directors of the foundation shall be appointed:

1. **Mrs Caroline Marie des Neiges Figuères**, residing in 2587 BD
The Hague, Kapelplein 1a, born in Perpignan (France) on twenty-four November

- nineteen hundred sixty, identification: passport, number 04RE79669, issued by the Ministry of Foreign Affairs on fifteen February two thousand five, as chairman;
2. Mr **Paulus Theodorus Johannes Maassen**, 2513 EZ The Hague, Vondelstraat 162, born in Vlaburg on twelve April nineteen hundred seventy-three, identification: passport, number BX4DRD7R5, issued in The Hague on four April two thousand seven, as secretary;
 3. Mr **Maarten Boers**, residing in 7715 RD Punthorst, Domineesakker 10, born in Waalre on nineteen January nineteen hundred forty-eight, identification: passport, number BA0255470, issued in Staphorst on three December two thousand four, as secretary.

OF WHICH THIS DEED was passed in Haarlem on the date mentioned in the heading of this deed.

Appearer is known to me, notary.

The contents of this deed have been stated and explained to her.

Appearer has declared not to insist on the deed being read out in full, to have taken cognisance of the text of the deed in time before the passing thereof and to agree with the contents.

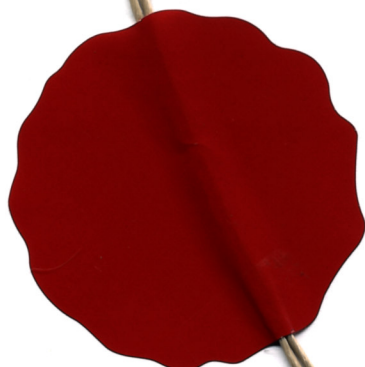
Thereupon the deed was limited read out en immediately signed by Appearer and by me notary.





Translation

I, Bernardus E.G. van Dongen, translator for the English language, residing in Amsterdam, the Netherlands, and sworn before the District Court in Amsterdam, the Netherlands, do solemnly and sincerely declare that the following is a full, true and faithful translation made by me of the document hereunto annexed, which was submitted to me for translation in testimony whereof I have hereunto set my hand this twenty-fifth day of February 2009.



APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
This public document
2. Has been signed by: drs. B.E.G. van Dongen
3. Acting in the capacity of: beëdigd vertaler
4. Bears the seal/stamp of
drs. B.E.G. van Dongen
Certified
5. At Amsterdam
6. The 27 Februari 2009
7. By the registrar of the Court in Amsterdam
8. No:
9. Seal/Stamp 000092 10. Signature
mw. H.H.S. Verhagen



RECTIFICATION

Today, twenty February two thousand nine, before me,
HENRI FEIJEN LL M, notary practising in Haarlem, came:
Mrs Melina Yvette de Hoop, office address 2012 ED Haarlem, Tempeliersstraat 20a,
born in Den Helder on thirteen June nineteen hundred eighty,
in this case acting as oral authorised agent of the foundation with seat under the articles
of association in The Hague (actual address: Raamweg 16, 2596 HL The Hague, postal
address: Postbus 85565, 2508 CG 's-Gravenhage): **Stichting Hivos**, as such legally
representing the foundation, hereinafter to be called: the foundation, in connection with
the statements made hereinafter.

Appearer, acting as mentioned, declared :

The foundation was incorporated by deed passed on twenty February two thousand nine
before me, notary.

It has meanwhile appeared that in afore-mentioned deed under "Final declaration" it
was erroneously stated that Mr Maarten Boers was appointed secretary where this
should have been treasurer.

In connection with the afore-stated Appearer, acting as mentioned, declares to rectify
under 3 in afore-mentioned final declaration in such a way that this provisions shall read
and must be read as follows:

"3. Mr **Maarten Boers**, residing in 7715 RD Punthorst, Domineesakker 10, born in
Waalre on nineteen January nineteen hundred forty-eight, identification: passport,
number BA0255470, issued in Staphorst on three December two thousand four, as
treasurer."

OF WHICH THIS DEED was passed in Haarlem on the date mentioned in the heading
of this deed.

Appearer is known to me, notary.

The contents of this deed have been stated and explained to her.

Appearer has declared not to insist on the deed being read out in full, to have taken
cognisance of the text of the deed in time before the passing thereof and to agree with
the contents.

Thereupon the deed was limited read out and immediately signed by Appearer and by me
notary.

